

MAR-16-2006 THU 04:24 PM DEPARTMENT OF FINANCE

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MAR 27 2006

J. DAVID NAVARRO, Clerk
 By R. WRIGHT
 DEPUTY

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 Attorney General

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Attorneys for Plaintiff

**IN THE DISTRICT COURT OF THE FOURTH JUDICIAL DISTRICT
 OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF ADA**

STATE OF IDAHO, DEPARTMENT OF)
 FINANCE, SECURITIES BUREAU,)

Plaintiff,)

vs.)

PHILIP GARNER OLESON, and)
 DAVID ABRAM HIGGINBOTHAM,)

Defendants.)

Case No. CV OC 0408610D

**STIPULATION AND CONSENT
 TO ENTRY OF JUDGMENT**

The Plaintiff, the State of Idaho, Department of Finance, Securities Bureau, and
 Defendant Philip Garner Oleson (Oleson), do hereby agree and stipulate as follows:

1. Within twelve months following the date of the execution of this Stipulation by
 the Plaintiff and Oleson, Oleson will pay to the Plaintiff the sum of \$77,745.00 representing

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restitution to the investors who were the subjects of this action, with the exception of Utah investor C.B.

2. Oleson neither admits nor denies that he violated any of Idaho's state securities laws or regulations.

3. Oleson consents to the entry of Judgment against him by this court, wherein he is enjoined from future violations of any of Idaho's securities laws or regulations. The Judgment to be entered shall also make the terms of this Stipulation an order, decree, and judgment of the Court.

4. Oleson agrees to immediately withdraw Noble Asset Management's Investment Adviser registration with the Plaintiff.

5. The Plaintiff will approve Oleson's registration with the Plaintiff as an exclusive Investment Adviser Representative for AFA Advisor Services, LLC subject to the following conditions:

a. Oleson agrees not to recommend or transact any investment advisory or brokerage business in which he is compensated with finder's fees.

b. Oleson agrees not to recommend the purchase or sale of securities to his clients in which he or any person related or associated with him has any other interest, other than the receipt of sale commissions as a broker-dealer agent or registered representative of a broker-dealer.

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c. Oleson agrees that AFA Advisor Services, LLC will place Oleson on heightened supervision for a period of two years from the date of the signing of the judgment in this case.

6. Oleson agrees not to reapply for registration as an Idaho Investment Adviser until January 1, 2011.

7. The Plaintiff agrees to withdraw its pending administrative Complaint For Revocation Of Broker-Dealer Agent And Investment Adviser Registrations which is filed against Oleson in Department of Finance Docket No. 2005-7-31.

8. The parties will pay their own attorneys fees and costs incurred in this case and Department of Finance Administrative Case No. 2005-7-31. The Plaintiff's agreement to waive its costs and attorneys fees includes any investigative and other costs incurred by the Plaintiff in this case and the pending administrative case.

9. The Plaintiff agrees to waive any penalties that might otherwise be assessed against Oleson in this case and Department of Finance Administrative Case No. 2005-7-31.

10. Oleson agrees that his failure to comply with any of the terms of this Stipulation and the Judgment to be entered in accordance with it will result in the forfeiture and termination of his Investment Adviser representative and broker-dealer agent registration with the Plaintiff.

11. Oleson acknowledges and agrees that the Department may conduct audits or inspections of his records, with or without cause, pursuant to the provisions of I.C. 30-14-411(d).

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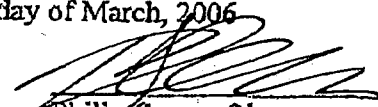
DATED this 24TH day of March, 2006

Idaho Department of Finance

By: 

Title: DIRECTOR

DATED this 21st day of March, 2006


Philip Garner Oleson